

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

Ref. Docket No. 411

CERTIFICATION OF COUNSEL REGARDING *REVISED ORDER (I) (A) APPROVING BIDDING PROCEDURES FOR THE SALE OF ALL OR SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS, (B) SCHEDULING AN AUCTION AND A SALE HEARING AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF, (C) APPROVING ASSUMPTION AND ASSIGNMENT PROCEDURES, AND (D) GRANTING RELATED RELIEF*

On December 6, 2024, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) filed the *Notice of Filing of Revised Proposed Order (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief*

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Assumption and Assignment Procedures, and (D) Granting Related Relief [Docket No. 361] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

Over the course of December 10, 2024 and December 11, 2024, the Court held a hearing to consider, among other things, the relief requested in the Motion (the “Hearing”). At the Hearing, the Court overruled various objections and indicated that it would grant the relief requested in the Motion. Thereafter, on December 11, 2024, the Court entered the *Order (I)(A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors’ Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief* [Docket No. 411] (the “Bidding Procedures Order”).²

Following entry of the Bidding Procedures Order, the Debtors obtained a hearing date with the Court, which necessitated revisions to the Bidding Procedures Order. Therefore, the Debtors respectfully request the Court enter a revised Bidding Procedures Order, attached hereto as Exhibit A (the “Revised Bidding Procedures Order”). For the convenience of the Court and parties in interest, a blackline comparing the Revised Bidding Procedures Order to the Bidding Procedures Order is attached hereto as Exhibit B.

The Revised Bidding Procedures Order has been circulated to the (i) Official Committee of Unsecured Creditors; (ii) the Office of the United States Trustee for the District of Delaware; (iii) counsel to the Ad Hoc Group of First Lien Secured Lenders; and (iv) counsel to the HoldCo Lenders, who have advised that such parties do not object to its entry. Accordingly, the Debtors respectfully request the Court enter the Revised Bidding Procedures Order at its earliest convenience without further notice or hearing.

² Capitalized terms used but not defined herein have the meaning given to such terms in the Bidding Procedures Order.

Dated: December 13, 2024
Wilmington, Delaware

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